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October 25, 2011

Via ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW,
Room TW-A325
Washington, DC 20554

**Re: AMENDMENT
WC Docket No. 11-177 - In the Matter of the Joint Application of Genesis
Park GP Company, LLC ("Transferor") and Gores AC Holdings, LLC
("Transferee") for Grant of Authority Pursuant to Section 214 of the
Communications Act of 1934, as Amended, to Complete a Transfer of
Control of Authorized Domestic and International Section 214 Carriers
Alpheus Communications, L.P. and Alpheus Data Services, LLC**

Dear Ms. Dortch:

Gores AC Holdings, LLC ("Gores"), Genesis Park GP Company, LLC, Alpheus Communications, L.P. ("Alpheus"), and Alpheus Data Services, LLC ("ADS") (collectively "Applicants") respectfully amend the above-referenced Application, dated September 30, 2011, pursuant to which Gores proposes to acquire control of Alpheus and ADS (together, the "Alpheus Operating Companies"). In that application, Applicants advised the Commission that Gores would directly acquire control of the Alpheus Operating Companies or might undertake an alternative structure whereby Gores would assign its purchase right to First Communications, Inc. ("FCI") and then acquire control of FCI and, indirectly, the Alpheus Operating Companies.

Applicants hereby amend the Application to advise the Commission that Gores intends to acquire ownership of the Alpheus Operating Company directly and therefore will not undertake the alternative structure described in the Application. Should Gores choose to insert FCI as an intermediate holding company above the Alpheus Operating Companies in the future, the applicable filing will be submitted to the Commission.

In addition, Applicants respectfully amend the Application to withdraw the request for approval of the transaction whereby Gores would obtain control of FCI and its current operating entities First Communications, LLC, Globalcom, Inc., First Telecom Services, LLC and Xtension Services, Inc. (collectively, the "FCI Operating Companies"). Gores FC Holdings, LLC ("Gores FC"), a current 13.1% interest holder in FCI, plans to

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San Francisco
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Tokyo
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October 25, 2011
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separately request approval to acquire control of FCI and, indirectly, of the FCI Operating Companies by a combination of the exercise of the right to appoint a majority of the Board of Directors and/or the purchase/acquisition of voting securities of FCI.

For the Commission's convenience, an amended application is submitted herewith that removes the references to the alternative Gores/Alpheus transaction structure and the Gores/FCI transaction. The amended application submitted herewith replaces and supersedes the application previously submitted.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Danielle Burt". The signature is fluid and cursive, with the first name "Danielle" written in a larger, more prominent script than the last name "Burt".

Jean L. Kiddoo
Brett P. Ferencak
Danielle C. Burt

Counsel for Gores AC Holdings, LLC
and Alpheus Operating Companies

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)

Genesis Park GP Company LLC,)
Alpheus Communications, L.P., and)
Alpheus Data Services, L.L.C.,)

and)

Gores AC Holdings, LLC)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission's Rules to Complete a)
Transfer of Control of Authorized Domestic and)
International Section 214 Carriers)

WC Docket No. 11-177
IB File No. ITC-T/C-20111003-00315

JOINT APPLICATION

Genesis Park GP Company LLC ("Genesis Park"), Alpheus Communications, L.P. ("Alpheus"), Alpheus Data Services, L.L.C. ("ADS"), and Gores AC Holdings, LLC ("Gores" or "Transferee"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully submit this amended application to request Commission approval for the transfer of control of Alpheus and ADS (the "Alpheus Operating Companies" or "Licensees"), non-dominant carriers holding authority from the Commission to provide telecommunications services, to Gores, an investment entity ultimately managed by The Gores Group, LLC ("The Gores Group"). Gores will acquire control of the Alpheus Operating Companies by acquiring the partnership interests in Alpheus pursuant to a

Partnership Interest Purchase Agreement (“PIPA”) by and among the partners of Alpheus, Gores and Genesis Park, as Sellers’ Representative dated as of September 19, 2011.

The proposed transactions will result in a change in the ultimate ownership of the Licensees, although no assignment of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Licensees will continue to provide service to their existing customers pursuant to their authorizations under the same rates, terms and conditions. Accordingly, these transactions will be transparent to the customers of Licensees.

In support of this Application, Applicants provide the following information.

I. REQUEST FOR STREAMLINED PROCESSING

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.12(a)-(b) of the Commission’s Rules, 47 C.F.R. §§ 63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) applies, as described more fully in Part V, below. Accordingly, this Joint Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission’s Rules.

II. DESCRIPTION OF THE APPLICANTS

A. Genesis Park GP Company LLC

Genesis Park is a Houston-based private equity firm with its principal offices at 2131 San Felipe, Houston, TX 77019. Genesis Park focuses on buyouts (LBO & MBO), partnering strategies with public corporations, and growth financings. Genesis Park tends to be Texas-centric in its portfolio investments because physical proximity and regional knowledge is a benefit to the growth of its investments.

B. Alpheus Communications, L.P. and Alpheus Data Services, L.L.C.

Alpheus is a limited partnership organized under the laws of Delaware, and its wholly-owned subsidiary, ADS, is a limited liability company, also organized under Delaware law. Alpheus and ADS have their principal office at 1301 Fannin St. 20th Floor, Houston, TX 77002. Together, these companies are providers of telecommunications and data center services for enterprises and carriers throughout Texas. Alpheus has a competitive fiber backbone throughout metro Texas, with its network collocated in approximately 85% of AT&T Texas central offices in the largest cities in Texas (Austin, Dallas, Fort Worth, Houston, San Antonio, and Corpus Christi). Alpheus concentrates on offering wholesale hubbed and point-to-point service, at bandwidth speeds ranging from DS-1 to OC-192, Gigabit and Metro Ethernet and Managed Wavelengths, to other carriers, Internet Service Providers and enterprise customers. Alpheus delivers metro transport to end-user buildings, cell sites, carrier hotels, microwave relay points, and Wi-Fi hotspots under its blanket domestic Section 214 authorization and international Section 214 authority pursuant to FCC File No. ITC-214-20070420-00148. Alpheus' subsidiary, ADS, provides information and communications solutions for enterprises and governments alike. ADS serves enterprise customers, including those in the healthcare, energy, banking, IT and legal fields, pursuant to Section 63.21(h) of the Commission's Rules through a notification filed with the FCC on June 8, 2007.

Alpheus is a joint venture between El Paso Corporation ("El Paso") and Genesis Park. Genesis Park is the sole owner of Zipline, L.L.C. ("Zipline"), the general partner of Alpheus, and pre-transaction Genesis Park maintains a direct and indirect equity interest at approximately 47.26% interest of Alpheus and controls 2 of the 3 seats on the Board of Directors of Zipline. El

Paso has an approximately 35.3% indirect equity interest in Alpheus, and controls one seat on the Board of Directors of Zipline.

Genesis Park's direct subsidiary Genesis Park Telecom Partners, L.P. ("GPTP"), is a limited partner of Alpheus which has an approximately 39.58% interest in Alpheus, and Genesis Park LP, an indirect subsidiary of Genesis Park, holds an approximately 7.16% direct interest in Alpheus. Further, El Paso's wholly-owned subsidiary El Paso CGP Company, L.L.C. is a limited partner of Alpheus, with approximately 35.3% ownership of the equity in Alpheus. The remaining equity in Alpheus is held by individuals comprising Alpheus' Management and Zipline's Board, with no individual holding a 10% or greater interest.

C. Gores AC Holdings, LLC

Gores is a Delaware limited liability company with its principal office located at 10877 Wilshire Boulevard, 18th Floor, Los Angeles, California 90024. Gores is ultimately managed by The Gores Group, LLC ("The Gores Group") and its manager, Alec E. Gores. The Gores Group is a private investment firm whose investment focus includes opportunities in the technology and telecommunications sectors. The Gores Group has investment and oversight authority for the entities it manages, including Gores.

Gores is well-qualified managerially, technically and financially to own and control Licensees. In particular, The Gores Group has created an internal operations team which has a history of enhancing the value and operations of its investment companies by focusing on customers and employees, supporting management with operational expertise and providing access to capital. The Gores Group and its affiliates also have an extensive background in acquiring and managing network services, software and computer hardware companies.

Gores is financially qualified to take control of Licensees. In addition to its own capital resources, through an established network of debt financing sources and investment partners, The Gores Group also provides access to capital for its portfolio companies.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to a Partnership Interest Purchase Agreement (“PIPA”) by and among the partners of Alpheus and Gores and Genesis Park, as Sellers’ Representative dated as of September 19, 2011, the partners of Alpheus intend to transfer all of their partnership interests in Alpheus to Gores. Gores will acquire control of the Alpheus Operating Companies by acquiring the partnership interests in Alpheus pursuant to the PIPA. As a result, the Alpheus Operating Companies will become wholly-owned direct subsidiaries of Gores. Applicants therefore request authority for the transfer of control of the Alpheus Operating Companies to Gores.¹ For the Commission’s convenience, pre- and post-transaction illustrative charts are provided as Exhibit A.

Immediately following the consummation of these proposed transactions, Licensees will continue to offer service with no change in the name of the companies, or their rates or terms and conditions of service. Therefore, the transfer of control of Licensees will be seamless and virtually transparent to customers of Licensees. If in the future Gores seeks to change the names of Licensees, it will do so in accordance with Commission’s requirements applicable to such changes.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transactions described herein will serve the public interest. Following consummation of the proposed transactions, Licensees will have access to the expanded

¹ As part of this transaction, Alpheus will be converted from a Delaware limited partnership to a Delaware limited liability company.

managerial and financial support of Gores. Such support will strengthen the competitive position of Licensees to the benefit of the telecommunications marketplace. Moreover, no existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, the Licensees will continue to provide services to their customers, furthering the Commission's policies favoring competition and diversity of services.

The proposed transactions will be conducted in a manner that will be transparent to customers of the Licensees. The transfers of control of the Licensees will not result in a change of carrier for customers or any assignment of authorizations. In addition, the Licensees will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions. Accordingly, the transactions will be virtually transparent to customers, and in no event will they result in the discontinuance, reduction, loss, or impairment of service to customers.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Genesis Park GP Company LLC
2131 San Felipe
Houston, TX 77019
(713) 521-1980

FRN: 0006681118

Transferee:

Gores AC Holdings, LLC
10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
(310) 209-3010

FRN: 0021183561

Licensees:

Alpheus Communications, L.P.
Alpheus Data Services, L.L.C.
1301 Fannin St. 20th Floor
Houston, TX 77002
(877) 257-4387

FRN: 0005004361
FRN: 0016137937

(b) Jurisdiction of Organizations:

Transferors: Genesis Park GP Company LLC is a limited liability company organized under the laws of Delaware.

Transferee: Gores AC Holdings, LLC is a limited liability company organized under the laws of Delaware.

Licensees: Alpheus Communications, L.P. is a limited partnership organized under the laws of Delaware.

Alpheus Data Services, L.L.C. is a limited liability company organized under the laws of Delaware.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Applicants:

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With copies to:

Stephen W. Crawford
General Counsel
Alpheus Communications, L.P.
1301 Fannin St., 20th Floor
Houston, TX 77002
(713) 336-6333
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(d) **Section 214 Authorizations**

Alpheus holds international Section 214 authority to provide global facilities-based and resold services granted by the Commission in FCC File No. ITC-214-20070420-00148. ADS is authorized to provide similar services pursuant to a notification it filed with the FCC on June 8, 2007, pursuant to Section 63.21(h) of the Commission's Rules. *See Public Notice*, DA No. 07-3505, released August 2, 2007. In addition, both Alpheus and ADS hold blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

- (h) **(Answer to Questions 11 & 12)** The following entities hold, directly or indirectly, a 10% or greater interest in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:²

Pre-Transaction Ownership of Alpheus and ADS:

- (1) The following entity owns a ten percent or greater equity interest in **Alpheus Data Services, L.L.C.:**

Name: Alpheus Communications, L.P.
Address: 1301 Fannin St. 20th Floor
Houston, TX 77002
Citizenship: US
Principal business: Telecommunications
Percent of ownership: 100%

- (2) The following entities own a ten percent or greater equity interest, or controlling interest, in **Alpheus Communications, L.P.:**

Name: Genesis Park Telecom Partners, L.P.
Address: 2131 San Felipe
Houston, TX 77019
Citizenship: US
Principal business: Investments
Percent of ownership: 39.58% Limited Partner

Name: El Paso CGP Company, L.L.C.
Address: 1001 Louisiana Street
Houston, TX 77002
Citizenship: US
Principal business: Investments
Percent of ownership: 35.30% Limited Partner

² While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(e)(2), Applicants are providing ownership information for all parties.

Name: Zipline, L.L.C.
Address: 1301 Fannin St., 20th Floor
Houston, TX 77002
Citizenship: US
Principal business: Investment
Percent of ownership: 0.52% General Partner

The remaining equity in Alpheus Communications, L.P. is held by the individuals comprising Alpheus' management and Zipline's Board, with no single individual holding a 10% or greater direct interest.

- (3) **El Paso CGP Company, L.L.C.** is a wholly-owned subsidiary of El Paso Corporation. El Paso Corporation is a publicly-held corporation located at the same address, with its shares widely dispersed. There are no other individuals or entities with a 10% or greater interest in Alpheus through their investment in El Paso CGP Company, L.L.C.
- (4) **Zipline, L.L.C.** is 100% owned by Genesis Park GP Company LLC, and there are no other individuals or entities with a 10% or greater interest in Alpheus through their investment in Zipline, L.L.C.
- (5) **Genesis Park Telecom Partners, L.P.'s ("GPTP")** general partner is Genesis Park GP Company LLC. The other entities that hold or control a 10% or greater indirect interest in Alpheus through GPTP, as listed in Exhibit A, are U.S. entities, have the principal business of investing, and may be reached at the same address as GPTP.
- (6) **Genesis Park GP Company LLC** is owned and controlled by the following individuals.

Name: Paul W. Hobby
Address: 2131 San Felipe
Houston, TX 77019
Citizenship: United States
Principal business: Private Equity
Type of Interest: 20% voting interest in Genesis Park

Name: Steven J. Gibson
Address: 2131 San Felipe
Houston, TX 77019
Citizenship: United States
Principal business: Real Estate
Type of Interest: 20% voting interest in Genesis Park

Name: Neil E. Kelley
Address: 3033 W. Alabama St.
Houston, TX 77098
Citizenship: United States
Principal business: Private Equity
Type of Interest: 20% voting interest in Genesis Park

Name: Peter T. Shaper
Address: 701 Little John Lane
Houston, Texas 77024
Citizenship: United States
Principal business: Private Equity
Type of Interest: 20% voting interest in Genesis Park

Name: Fred R. Lummis
Address: 600 Travis, Suite 6160
Houston, TX 77002
Citizenship: United States
Principal business: Private Equity
Type of Interest: 20% voting interest in Genesis Park

Pre- and Post-Transaction Ownership of Transferee:

As described above, upon completion of the Transaction, the Alpheus Operating Companies will be owned and controlled by Gores AC Holdings, LLC.

- (1) The following entity owns a ten percent or greater equity interest, or controlling interest, in **Gores AC Holdings, LLC**:

Name: Gores Capital Partners III, LP
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 95%
Principal Business: Investment Fund

- (2) The following entities own a ten percent or greater equity interest, or controlling interest, in **Gores Capital Partners III, LP**:

Name: Gores Capital Advisors III, LP
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: General Partner
Principal Business: Investment Fund

Name: Teacher Retirement System of Texas
Address: 1000 Red River St.
Austin, TX 78701-2627
Citizenship: U.S.
Ownership: 12.65% Limited Partner
Principal Business: Retirement Fund

Name: Ohio Public Employees Retirement System
Address: 277 East Town Street
Columbus, Ohio 43215-4642
Citizenship: U.S.
Ownership: 10.12% Limited Partner
Principal Business: Retirement Fund

- (3) The following entity owns a ten percent or greater equity interest, or controlling interest, in **Gores Capital Advisors III, LP**:

Name: GCA III, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: General Partner
Principal Business: Investment Fund

- (4) The following entities own a ten percent or greater equity interest, or controlling interest, in **GCA III, LLC**:

Name: AEG Holdings, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 100%
Principal Business: Private Equity/Merger & Acquisitions

Name: The Gores Group, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: Manager of GCA III, LLC (and Gores AC Holdings, LLC)
(and Investment Manager of Gores Capital Partners III, L.P.)
Principal Business: Private Equity/Merger & Acquisitions

- (5) The following individual owns a ten percent or greater equity interest, or controlling interest, in **AEG Holdings, LLC**:

Name: Alec E. Gores
Address: c/o The Gores Group, LLC
10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 100%
Principal Business: Individual

None of the equity and/or controlling interest holders reported above have a ten percent or greater direct or indirect interest in any FCC regulated businesses other than:

(1) Gores Capital Partners III, LP and Gores Co-Invest Partnership III, LP hold an approximately 86 percent interest in CoBridge Holdings, LLC, the parent of Cobridge Communications, LLC, a company that provides cable television, voice and data services mostly in Arkansas, Alabama, Texas, Missouri, Georgia, and Louisiana.

(2) Gores Radio Holdings, LLC currently holds an approximately 76 percent interest in Westwood One ("WWO"), a company providing radio programming and related services to radio stations throughout the United States. On July 30, 2011, Westwood One, Inc., Radio Network Holdings, LLC and Verge Media Holdings, Inc. ("Verge") entered into a Merger and Plan of Merger whereby Verge will be merged with and into Radio Networks Holdings, LLC ("Merger Sub"), a wholly-owned subsidiary of Westwood One, with Merger Sub surviving. Stockholders of Verge will receive approximately 59% of WWO. It is anticipated that that transaction will close in the last quarter of 2011, at which time Gores Radio Holdings, LLC will own 41% of WWO and will no longer have control of this entity.

(3) Gores FC Holdings, LLC currently holds a 13.1% interest in First Communications, Inc. ("FCI") a Delaware corporation located at 3340 West Market Street, Akron, Ohio 44333. FCI, through its operating subsidiaries First Communications, LLC (blanket domestic Section 214 authority and international Section 214 authority - ITC-214-19951215-00030), Globalcom, Inc. (blanket domestic Section 214 authority and international Section 214 authority - ITC-214-19960718-00323), Xtension Services, Inc. (blanket domestic Section 214 authority and international Section 214 authority - ITC-214-20010305-00116), and First Telecom Services, LLC (blanket domestic Section 214 authority and international Section 214 authority - ITC-214-20100827-00347), provides local, private line, and/or long distance services to both business and residential customers in 49 states. Its services include traditional local and long distance services, toll-free services, conference calling packages, calling cards, prepaid calling cards, Internet access and dedicated and private line services.

To the best of Applicants' knowledge, there are no officers or directors of Applicants who also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

- (i) **(Answer to Question 14)** The Applicants certify that following consummation of the Transaction: (i) Transferee will not be a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d); and (ii) Transferee will not become affiliated with a foreign carrier.
- (j) **(Answer to Question 15)** The Applicants certify that upon consummation of the transaction, they do not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed transactions is set forth in **Section III** above.
- (a)(7)** Both Alpheus and ADS are authorized to provide telecommunications services in Texas.

An affiliate of Gores, Gores FC Holdings, LLC, holds a 13.1% interest in FCI and its operating subsidiaries, and plans to separately request approval to acquire control of FCI and, indirectly, of the FCI operating subsidiaries by a combination of the exercise of the right to appoint a majority of the Board of Directors and/or the purchase/acquisition of voting securities of FCI. A list of states where the FCI operating subsidiaries provide telecommunications services is listed below.

First Communications, LLC is authorized to provide telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming. In these states, FCL is authorized to provide competitive local and/or long distance telecommunications services. All of the services provided by FCL are competitive in nature and neither FCL nor any affiliated company holds a dominant position in any market.

Globalcom, Inc. is authorized to provide telecommunications services in Arizona, Arkansas, California, Colorado, Florida, Georgia, Hawaii, Illinois, Indiana, Iowa, Kansas, Kentucky, Maryland, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, Tennessee, Texas, Washington, Wisconsin, and Wyoming. All of the services provided by Globalcom are competitive in nature and neither Globalcom nor any affiliated company holds a dominant position in any market.

Xtension Services, Inc. is authorized to provide telecommunications services in California, Colorado, Florida, Illinois, Iowa, Kansas, Michigan, Nevada, New Jersey, New York, North Carolina, Pennsylvania, Texas, Utah, Virginia and Washington. In these states, Xtension is authorized to provide competitive local and/or long distance telecommunications services. All of the services provided by

Xtension are competitive in nature and neither Xtension nor any affiliated company holds a dominant position in any market.

First Telecom Services, LLC is authorized to provide telecommunications services in New York. In this state, FTS is authorized to provide competitive local and/or long distance telecommunications services. All of the services provided by FTS are competitive in nature and neither FTS nor any affiliated company holds a dominant position in any market.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transactions, and none of the Applicants (or their Affiliates) are dominant with respect to any service.
- (a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). An application will also be filed with the Commission to seek authority with respect to radio authorizations held by First Communications, LLC.
- (a)(10) Prompt completion of the proposed transactions is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

* * * * *

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Applicants.

Respectfully submitted,

A handwritten signature in cursive script that reads "Danielle Burt". The signature is written in dark ink and is positioned above a horizontal line.

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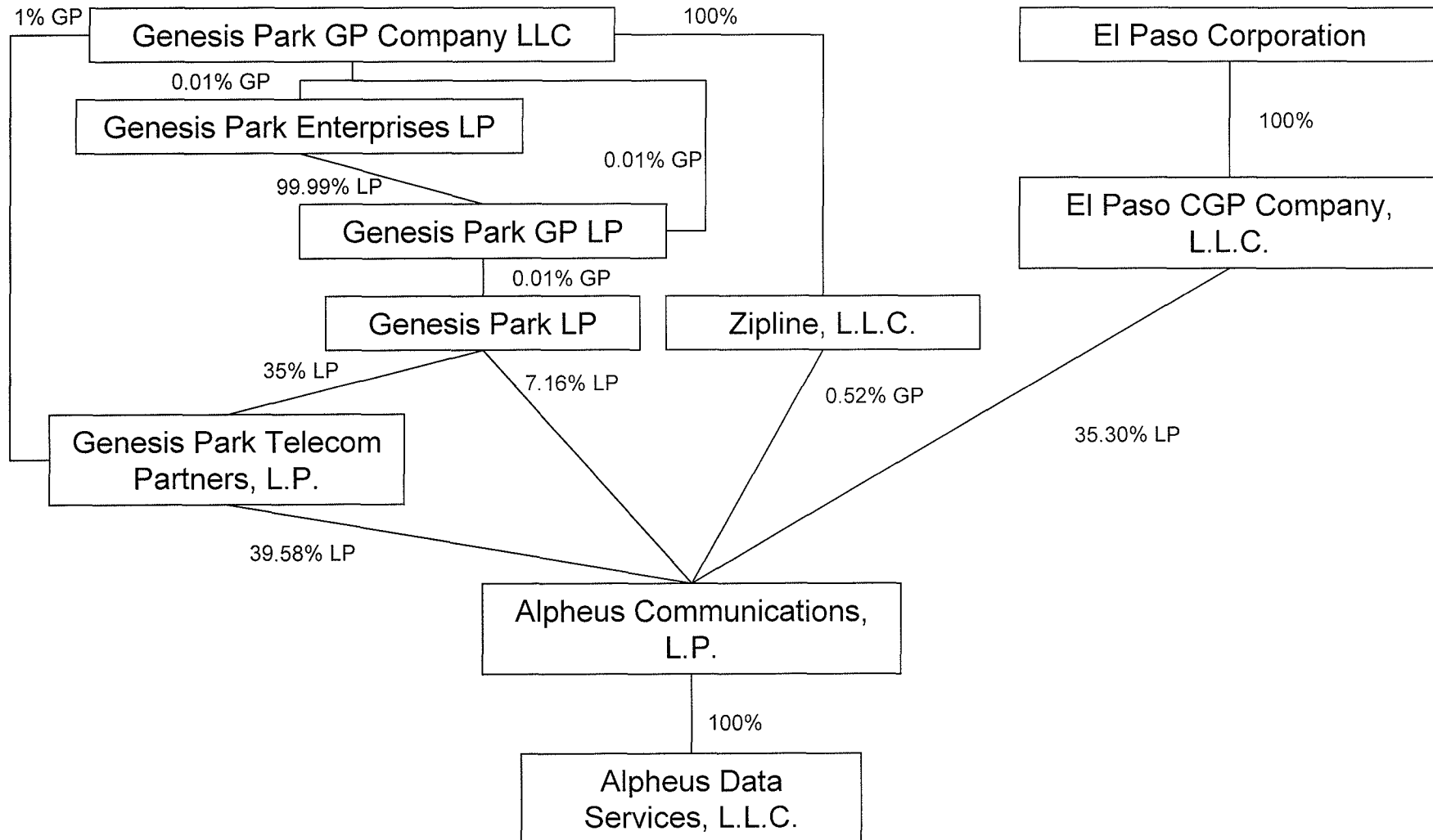
Dated: October 25, 2011

EXHIBIT A

Illustrative Corporate Structure Charts

Alpheus

Pre-Transaction Illustrative Corporate Structure Chart



Post-Transaction Illustrative Corporate Structure Chart

Standalone Acquisition of Alpheus

